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DATE FILED: 4/9/2018

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re OMEGA HEALTHCARE INVESTORS, INC.
SECURITIES LITIGATION

1:17-cv-08983-NRB**CLASS ACTION**

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STIPULATION AND [PROPOSED] ORDER

WHEREAS, on November 16, 2017, plaintiff Dror Gronich filed a complaint in the instant matter, on behalf of a putative class of investors, against Omega Healthcare Investors, Inc., C. Taylor Pickett, Robert O. Stephenson, and Daniel J. Booth ("Defendants"), alleging violations of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder;

WHEREAS, a related action was filed in this Court, styled *Klein v. Omega Healthcare Investors, Inc.*, No. 1:17-cv-09024-NRB;

WHEREAS, the complaint in this action is governed by the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4 *et seq.*, which provides that any member may move the Court to serve as lead plaintiff, and the Court shall appoint the "most adequate plaintiff" for the class;

WHEREAS, on January 16, 2018, plaintiff Royce Setzer ("Lead Plaintiff") moved to: (1) consolidate the related actions; (2) appoint himself as Lead Plaintiff for the class of all purchasers of securities of Omega Healthcare Investors, Inc. between February 8, 2017 and October 31, 2017; and (3) approve The Rosen Law Firm P.A. as Lead Counsel for the class;

WHEREAS, on March 27, 2018, this Court entered an order (1) consolidating the related cases as *In re Omega Healthcare Investors, Inc. Securities Litigation*; (2) appointing Royce

Setzer Lead Plaintiff; and (3) appointing The Rosen Law Firm P.A. Lead Counsel in this matter; and

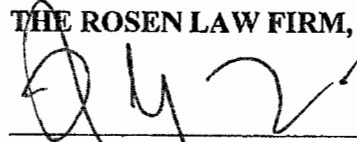
WHEREAS, in the interests of judicial economy and conserving the resources of the parties and the Court, all parties agree that no answer, motion, or other response to the complaints currently on file should be due until after Lead Plaintiff and Lead Counsel have had the opportunity to prepare and file an amended complaint;

NOW THEREFORE, the parties, through their undersigned attorneys and subject to the Court's approval, stipulate and agree to the following:

1. Counsel for the Defendants agree to accept service of an amended complaint on the Defendants' behalf, but each Defendant expressly reserves all rights, defenses, or other objections (other than insufficient process or insufficient service of process), including, without limitation, objections to consolidation of any other related case(s) with this action;
2. Defendants are not required to respond to the current complaint in this action;
3. Lead Plaintiff shall file and serve an amended complaint by May 25, 2018;
4. Defendants shall move, answer, or otherwise respond to the amended complaint by July 17, 2018;
5. If Defendants file a motion to dismiss, Lead Plaintiff shall file his opposition to the motion by August 24, 2018, and Defendants shall file their reply in further support of any motion to dismiss the amended complaint by September 14, 2018.

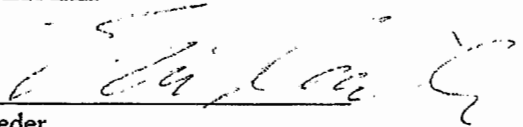
IT IS SO STIPULATED AND AGREED TO THIS 9th day of April, 2018.

THE ROSEN LAW FIRM, P.A.


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*Counsel for Defendants Omega Healthcare
Investors, Inc., C. Taylor Pickett, Robert O.
Stephenson, and Daniel J. Booth*

Lead Counsel for Plaintiff and Putative Class

Dated April 6, 2018

IT IS SO ORDERED:


The Honorable Naomi Reice Buchwald
United States District Judge *4/9/18*

¹ Please take notice that, effective April 1, 2018, the firm name for Bryan Cave LLP changed to Bryan Cave Leighton Paisner LLP. All future reference to the firm in this matter should be to Bryan Cave Leighton Paisner LLP. The firm's and its lawyers' addresses, phone numbers and fax numbers have not been affected by this change. Lawyers' email addresses have changed to the form indicated in the signature block of this stipulation. In addition, emails sent to prior email addresses will continue to reach the intended recipient.